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Jason E. Manning

*Ordinary Course Professional for the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

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Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

FINAL FEE APPLICATION

**SUMMARY OF
FINAL APPLICATION OF TROUTMAN SANDERS LLP FOR AN AWARD OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR SERVICES RENDERED AS AN ORDINARY COURSE PROFESSIONAL
FOR THE DEBTORS FOR THE PERIOD OF
MAY 14, 2012 THROUGH DECEMBER 17, 2013**

Name of Applicant:

Troutman Sanders LLP (“**Applicant**”)

Authorized to Provide
Professional Services to:

Debtors and Debtors in Possession, as
ordinary
course professional

Date of Retention:

October 2006

Application Periods:

May 14, 2012 through December 17, 2013

**Previously Approved
Compensation and Expenses
For First Interim Fee Period
(May 14, 2012 – Aug. 31, 2012)**

Compensation and Expenses Previously Approved:	Compensation of \$217,746.96 and expenses of \$3,061.82 were approved by Order of this Court entered on December 28, 2012 (Docket No. 2530)
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Previously Approved Compensation That Has Been Paid:	\$208,152.84
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Previously Approved Compensation That Remains Unpaid:	\$9,594.12
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Previously Approved Expenses That Have Been Paid:	\$1,489.81
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Previously Approved Expenses That Remain Unpaid:	\$1,572.01
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**Previously Approved
Compensation and Expenses
For Second Interim Fee Period
(Sept. 1, 2012 – Dec. 31, 2012)**

Compensation and Expenses Previously Approved:	Compensation of \$495,750.00 and expenses of \$9,645.92 were approved by Order of this Court entered on April 29, 2013 (Docket No. 3556)
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Previously Approved Compensation That Has Been Paid:	\$484,332.22
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Previously Approved Compensation That Remains Unpaid:	\$11,417.78
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Previously Approved Expenses That Have Been Paid:	\$9,614.01
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Previously Approved Expenses That Remain Unpaid:	\$31.91
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**Previously Approved
Compensation and Expenses
For Third Interim Fee Period
(Jan. 1, 2013 – Apr. 30, 2013)**

Compensation and Expenses
Previously Approved:

Compensation of \$330,452.00 and expenses
of \$4,115.63 were approved by Order of this
Court entered on September 25, 2013 (Docket
No. 5205)

Previously Approved Compensation
That Has Been Paid:

\$260,484.90

Previously Approved Compensation
That Remains Unpaid:

\$69,967.10

Previously Approved Expenses
That Have Been Paid:

\$18.62

Previously Approved Expenses
That Remain Unpaid:

\$4,097.01

**Total Approved
Compensation and Expenses
For Final Fee Period
(May 14, 2012 – Dec. 17, 2013)**

Compensation and Expenses
Previously Approved:

Compensation of \$1,043,948.96 and expenses
of \$16,823.37 were approved by the Court.

Previously Approved Compensation
That Has Been Paid:

\$952,969.96

Previously Approved Compensation
That Remains Unpaid:

\$90,979.00

Previously Approved Expenses
That Have Been Paid:

\$11,122.44

Previously Approved Expenses
That Remain Unpaid:

\$5,700.93

This is a:

☐ Monthly ☐ Interim ☒ Final Application

SUMMARY OF PREVIOUSLY FILED INTERIM FEE APPLICATIONS

**Summary of Fees and Expenses for
First, Second, and Third Interim Periods**

Fee Period / Docket Entry	Compensation Period	Requested Fees	Requested Expenses	Fees Approved / Paid	Expenses Approved / Paid	20% Holdback
First (1894)	5/14/12- 8/31/12	\$218,509.74	\$3,714.82	\$217,746.96 / \$208,152.84	\$3,061.82 / \$1,489.81	\$0.00*
Second (3195)	9/01/12- 12/31/12	\$498,063.00	\$9,645.92	\$495,750.00 / \$484,332.22	\$9,645.92 / \$9,614.01	\$0.00*
Third (4547)	1/01/13- 4/30/13	\$333,753.00	\$4,115.63	\$330,452.00 / \$260,484.90	\$4,115.63 / \$18.62	\$66,750.60
TOTAL		\$1,050,325.74	\$17,476.37	\$1,043,948.96 / \$952,969.96	\$16,823.37 / \$11,122.44	\$66,750.60

* The Court's Order dated September 25, 2013 (ECF No. 5205) allowed payment of the holdback balance on the first and second interim fee periods.

FIRST INTERIM PERIOD

Summary of Fees and Expenses for First Interim Period

May 14, 2012 - August 31, 2012

Date Filed	Compensation Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	20% Holdback
n/a	05/14/12-06/30/12	\$3,294.00	\$0.00	\$0.00	\$0.00	\$0.00
n/a	07/01/12-07/31/12	\$39,675.24	\$627.85	\$33,592.24	\$406.39	\$0.00
10/19/12	08/01/12-08/31/12	\$175,540.50	\$3,086.97	\$97,897.50	\$44.90	\$35,108.10
TOTAL	05/14/12-08/31/12	\$218,509.74	\$3,714.82	\$131,489.74	\$451.29	\$35,108.10

Timekeeper Summary for First Interim Period

May 14, 2012 – August 31, 2012

Name of Professional Individual	Position	Department	Year of Bar Admission	Hourly Billing Rate	Total Hours Billed	Total Compensation
Brooks, Matthew Ray	Associate	Financial Services Litigation	2008	\$275.00	30.2	\$8,155.08
Cheshire, Harrilee	Paralegal	Business Litigation	n/a	\$290.00	2.9	\$805.72
Derby, Erin Rigney	Paralegal	Financial Services Litigation	n/a	\$120.00	62.3	\$8,061.68
Flowers, Elizabeth Spain	Associate	Financial Services Litigation	2009	\$230.00	20.5	\$4,715.00
Jones, Maryia Y.	Associate	Financial Services Litigation	2009	\$230.00	0.7	\$193.55
Loeffler, A. William	Partner	Financial Services	1989	\$450.00	4.7	\$2,144.75

		Litigation				
Lynch, John C.	Partner	Financial Services Litigation	1995	\$400.00	4.4	\$1,910.41
Manning, Jason E.	Partner	Financial Services Litigation	2004	\$365.00	69.5	\$28,010.52
Ostroff, Ethan G.	Associate	Financial Services Litigation	2005	\$265.00	16.8	\$4,452.00
Pittman, Andrew B.	Associate	Financial Services Litigation	2001	\$290.00	122.4	\$34,294.63
Poole, Alan G.	Summer Clerk	Financial Services Litigation	n/a	\$200.00	8.7	\$0.00
Reyes, Alexandria J.	Associate	Financial Services Litigation	2009	\$285.00	168.3	\$46,622.86
Ruhling, Bill B.	Associate	Business Litigation	2000	\$265.00	0.8	\$212.00
Russell, Karen L.	Paralegal	Financial Services Litigation	n/a	\$175.00	0.3	\$52.50
Schlesinger, Mark I.	Of Counsel	Financial Services Litigation	1975	\$400.00	2.8	\$1,120.00
Windham, Mark J.	Associate	Business Litigation	2008	\$275.00	333.9	\$77,759.04
Professionals Totals				Blended Rate		
Total Fees Incurred				\$257.31	849.2	\$218,509.74

Billing Category Summary for First Interim Period

May 14, 2012 – August 31, 2012

Task Code	Matter Description	Total Billed Hours	Total Compensation
C200	Researching Law	30.0	\$1,688.52
C300	Analysis and Advice	28.3	\$1,940.23
C400	Third Party Communications	0.7	\$280.00
L110	Fact Investigation/Development	71.1	\$16,521.01
L120	Analysis/Strategy	177.2	\$50,242.95
L130	Experts/Consultants	2.8	\$770.00
L160	Settlement/Non-Binding ADR	21.5	\$6,453.02
L190	Other Case Assessment, Development & Administration	126.7	\$35,434.04

L210	Pleadings	194.1	\$52,688.43
L230	Court Mandated Conferences	0.2	\$57.00
L240	Dispositive Motions	11.9	\$3,361.37
L250	Other Written Motions/Submissions	50.0	\$13,595.04
L310	Written Discovery	16.8	\$4,678.46
L320	Document Production	0.6	\$72.00
L330	Depositions	2.9	\$801.34
L350	Discovery Motions	6.4	\$1,635.72
L390	Other Discovery	1.4	\$394.00
L410	Fact Witnesses	0.1	\$27.50
L430	Written Motions/Submission	4.6	\$1,449.00
L440	Other Trial Preparation/Support	6.9	\$1,865.50
L450	Trial and Hearing Attendance	8.3	\$2,232.50
L460	Post-Trial Motions/Submission	2.0	\$132.40
L510	Appellate Motions/Submissions	36.6	\$10,385.15
L520	Appellate Briefs	35.9	\$9,876.00
P500	Negotiation/Revision/Responses	0.8	\$262.00
P600	Completion/Closing	1.2	\$319.00
P700	Post-Completion/Post-Closing	1.4	\$765.00
R102	Replevin/Sequestration Complaint	8.8	\$582.56
Total Fees Incurred		849.2	\$218,509.74

Expense Category Summary for First Interim Period

May 14, 2012 – August 31, 2012

Expense Category	Amount
Associate Counsel Fees & Expenses	\$1,562.50
Copies - Court/Governmental Entities	\$13.05
Court Reporter/Deposition Costs	\$20.00
Filing Fees	\$426.00
Outside Courier Services	\$1,307.92
Professional Services	\$6.80
Meals and Entertainment	\$129.09
Personal Car Mileage	\$216.46
Taxi/Train/Parking	\$33.00
Total	\$3,714.82

SECOND INTERIM PERIOD

September 1, 2012 – December 31, 2012

Date Filed	Compensation Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	20% Holdback
n/a	09/01/12-09/30/12	\$61,879.00	\$0.00	\$61,157.00	\$0.00	\$0.00
11/30/12	10/01/12-10/31/12	\$168,909.50	\$3,534.80	\$110,303.00	\$814.16	\$33,781.90
12/28/12	11/01/12-11/30/12	\$95,778.00	\$2,783.32	\$49,063.75	\$1,770.38	\$19,155.60
01/31/13	12/01/12-12/31/12	\$171,496.50	\$3,327.80	\$59,365.50	\$446.64	\$34,299.30
TOTAL	09/01/12-12/31/12	\$498,063.00	\$9,645.92	\$279,889.25	\$3,031.18	\$87,236.80

Timekeeper Summary for Second Interim Period

September 1, 2012 – December 31, 2012

Name of Professional Individual	Position	Department	Year of Bar Admission	Hourly Billing Rate	Total Hours Billed	Total Compensation
Anthony, David N.					0.9	\$481.50
Brooks, Matthew Ray	Associate	Financial Services Litigation	2008	\$275.00	18.8	\$5,170.00
Cheshire, Harrilee	Paralegal	Business Litigation	n/a	\$290.00	0.5	\$145.00
Cohen, Harriet Ellen	Paralegal	Bankruptcy	n/a	\$265.00	0.3	\$79.50
Cohen, Hollace Topol	Partner	Bankruptcy	1973	\$795.00	1.1	\$874.50
Collins, Lori Krezel	Paralegal	Financial Services Litigation	n/a	\$180.00	23.7	\$4,266.00
Davis, Bradley M.	Associate	Energy and Industry Regulation	2004	\$375.00	0.6	\$225.00
Derby, Erin Rigney	Paralegal	Financial Services Litigation	n/a	\$120.00	106.1	\$12,732.00
Elkins, Craig W.	Associate	Business Law	2009	\$275.00	101.6	\$24,302.70
Fitzgerald, Paige S.	Of Counsel	Class Action Litigation	2000	\$380.00	18.1	\$6,153.30
Flowers, Elizabeth Spain	Associate	Financial Services Litigation	2009	\$230.00	39.3	\$9,039.00
Gartrell, Holly	Paralegal	Financial Services Litigation	n/a	\$90.00	2.0	\$180.00
Harrison, Nicola	Associate	Financial Services Litigation	2011	\$235.00	7.5	\$1,762.50
Loeffler, A. William	Partner	Financial Services Litigation	1989	\$450.00	1.1	\$495.00
Lynch, John C.	Partner	Financial Services Litigation	1995	\$400.00	20.3	\$8,120.00
Manning, Jason E.	Partner	Financial Services Litigation	2004	\$365.00	151.4	\$55,261.00
McLellan, Matthew T.					8.1	\$2,187.00
Ostroff, Ethan G.	Associate	Financial Services Litigation	2005	\$265.00	80.7	\$21,385.50
Pittman, Andrew B.	Associate	Financial Services Litigation	2001	\$290.00	266.6	\$77,314.00
Reyes, Alexandria J.	Associate	Financial Services Litigation	2009	\$285.00	414.6	\$118,161.00
Reza, Mohsin	Associate	Financial Services Litigation	2007	\$300	3.9	\$1,170.00
Ruhling, Bill B.	Associate	Business Litigation	2000	\$265.00	15.2	\$4,028.00
Rumanek, Eric	Associate	Litigation	2007	\$325.00	0.7	\$227.50
Russell, Karen L.	Paralegal	Financial Services Litigation	n/a	\$175.00	2.9	\$507.50
Schlesinger, Mark I.	Of Counsel	Financial Services Litigation	1975	\$400.00	1.2	\$480.00
Sherman, Chelsea M.	Paralegal	Financial Services Litigation	n/a	\$180.00	8.0	\$1,440.00
St. George, Timothy J.	Associate	Financial Services Litigation	2008	\$300.00	4.6	\$1,380.00
Windham, Mark J.	Associate	Business Litigation	2008	\$275.00	524.2	\$144,155.00
(Fee Reduction)						- \$3,659.00
Professionals Totals				Blended Rate		
Total Fees Incurred				\$275.07	1824.0	\$498,063.00

Billing Category Summary for Second Interim Period

September 1, 2012 – December 31, 2012

Task Code	Matter Description	Total Billed Hours	Total Compensation
C100	Fact Gathering	2.8	\$451.38
C200	Researching Law	106.1	\$25,861.41
C300	Analysis and Advice	12.3	\$4,150.99
C312	Client Counsel – Stat/Reg/Judicial	0.4	\$137.43
C400	Third Party Communications	0.4	\$160.00
L110	Fact Investigation/Development	436.1	\$119,506.50
L120	Analysis/Strategy	428.2	\$123,388.00
L160	Settlement/Non-Binding ADR	70.0	\$21,311.50
L190	Other Case Assessment, Development & Administration	198.2	\$55,964.50
L210	Pleadings	316.0	\$81,049.50
L220	Preliminary Injunctions	0.1	\$27.50
L230	Court Mandated Conferences	2.5	\$706.50
L240	Dispositive Motions	97.0	\$26,492.00
L250	Other Written Motions/Submissions	29.0	\$8,119.00
L310	Written Discovery	48.0	\$12,739.50
L330	Depositions	8.8	\$2,476.00
L350	Discovery Motions	3.2	\$880.00
L390	Other Discovery	3.6	\$972.50
L410	Fact Witnesses	1.0	\$365.00
L430	Written Motions/Submission	1.6	\$456.00
L440	Other Trial Preparation/Support	15.0	\$3,847.00
L450	Trial and Hearing Attendance	32.8	\$9,448.50
L510	Appellate Motions/Submissions	7.6	\$2,170.50
P100	Project Administration	0.1	\$34.79
P500	Negotiation/Revision/Responses	0.6	\$219.00
P600	Completion/Closing	2.0	\$568.50
P700	Post-Completion/Post-Closing	0.6	\$219.00
	(Fee Reduction)		- \$3,659.00
Total Fees Incurred		1824	\$498,063.00

Expense Category Summary for Second Interim Period

September 1, 2012 – December 31, 2012

Expense Category	Amount
Associate Counsel Fees & Expenses	\$2,551.30
Copies - Court/Governmental Entities	\$107.00
Court Reporter/Deposition Costs	\$674.74
Filing Fees	\$2,170.00
Litigation Costs	\$943.70
Outside Courier Services	\$2,723.05
Professional Services	\$11.30
Refund of Overpayment	-\$170.00
Travel Expenses	\$4.16
Personal Car Mileage	\$620.61
Taxi/Train/Parking	\$10.06
Total	\$9,645.92

THIRD INTERIM PERIOD

Summary of Fees and Expenses for Third Interim Period

January 1, 2013 – April 30, 2013

Date Filed	Compensation Period	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid	20% Holdback
3/06/13	1/01/13-1/31/13	\$95,531.50	\$144.98	\$87,577.00	\$83.98	\$19,106.30
4/01/13	2/01/13-2/28/13	\$151,572.00	\$2,329.46	\$76,645.99	\$901.40	\$30,314.40
n/a	3/01/13-3/31/13	\$9,817.00	\$0.00	\$9,111.50	\$0.00	\$1,963.40
6/26/13	4/01/13-4/30/13	\$76,832.50	\$1,641.19	\$13,329.00	\$125.00	\$15,366.50
TOTAL	1/01/13-4/30/13	\$333,753.00	\$4,115.63	\$186,663.49	\$1,110.38	\$66,750.60

Timekeeper Summary for Third Interim Period

January 1, 2013 – April 30, 2013

Name of Professional Individual	Position	Department	Year of Bar Admission	Hourly Billing Rate	Total Hours Billed	Total Compensation
Brooks, Matthew Ray	Associate	Financial Services Litigation	2008	\$275.00	37.4	\$9,900.00
Cheshire, Harrilee	Paralegal	Business Litigation	n/a	\$290.00	0.3	\$87.00
Cohen, Harriet Ellen	Paralegal	Bankruptcy	n/a	\$265.00	1.6	\$424.00
Collins, Lori Krezel	Paralegal	Financial Services Litigation	n/a	\$180.00	55.2	\$9,864.00
Crump, Alexander G.	Paralegal	Financial Services Litigation	n/a	\$200.00	1.0	\$200.00
Derby, Erin Rigney	Paralegal	Financial Services Litigation	n/a	\$120.00	0.5	\$60.00
Flowers, Elizabeth Spain	Associate	Financial Services Litigation	2009	\$230.00	17.7	\$4,071.00
Goodman, Brett	Associate	Financial Services Litigation	2006	\$435.00	1.2	\$522.00
Jones, Maryia Y.	Associate	Financial Services Litigation	2009	\$230.00	2.4	\$552.00
Lynch, John C.	Partner	Financial Services Litigation	1995	\$400.00	15.3	\$6,120.00
Manning, Jason E.	Partner	Financial Services Litigation	2004	\$365.00	87.5	\$31,937.50
Ostroff, Ethan G.	Associate	Financial Services Litigation	2005	\$265.00	98.3	\$26,049.50
Pittman, Andrew B.	Associate	Financial Services Litigation	2001	\$290.00	161.4	\$48,256.00
Reyes, Alexandria J.	Associate	Financial Services Litigation	2009	\$285.00	322.5	\$91,656.00
Reza, Mohsin	Associate	Financial Services Litigation	2007	\$300.00	9.9	\$2,970.00
Ruhling, Bill B.	Associate	Business Litigation	2000	\$265.00	0.2	\$53.00
Russell, Karen L.	Paralegal	Financial Services Litigation	n/a	\$175.00	5.9	\$1,032.50
Sherman, Chelsea M.	Paralegal	Financial Services Litigation	n/a	\$180.00	5.7	\$1,026.00
Windham, Mark J.	Associate	Business Litigation	2008	\$275.00	359.9	\$98,972.50
Professionals Totals				Blended Rate		
Total Fees Incurred				\$280.72	1,188.90	\$333,753.00

Billing Category Summary for Third Interim Period

January 1, 2013 – April 30, 2013

Task Code	Matter Description	Total Billed Hours	Total Compensation
C200	Researching Law	19.0	\$4,757.50
C300	Analysis and Advice	8.6	\$2,365.00
C400	Third Party Communications	0.3	\$82.50
L110	Fact Investigation/Development	309.9	\$86,211.50
L120	Analysis/Strategy	155.2	\$44,433.50
L160	Settlement/Non-Binding ADR	44.2	\$13,080.50
L190	Other Case Assessment, Development & Administration	148.1	\$42,010.50
L210	Pleadings	171.1	\$47,836.00
L230	Court Mandated Conferences	0.8	\$186.00
L240	Dispositive Motions	126.5	\$35,689.50
L250	Other Written Motions/Submissions	23.3	\$6,300.00
L310	Written Discovery	20.6	\$4,787.50
L320	Document Production	4.6	\$828.00
L330	Depositions	14.1	\$2,852.00
L340	Expert Discovery	3.8	\$684.00
L350	Discovery Motions	1.0	\$201.00
L390	Other Discovery	1.7	\$399.50
L410	Fact Witnesses	21.7	\$6,184.50
L430	Written Motions and Submissions	1.2	\$342.00
L440	Other Trial Preparation and Support	9.5	\$2,707.50
L450	Trial and Hearing Attendance	64.6	\$20,999.00
L460	Post-Trial Motions and Submissions	14.0	\$3,990.00
L510	Appellate Motions/Submissions	7.1	\$2,023.50
L520	Appellate Briefs	4.8	\$1,320.00
P100	Project Administration	1.2	\$330.00
P400	Initial Document Preparation/Filing	1.1	\$302.50
P500	Negotiation/Revision/Responses	0.7	\$255.50
P600	Completion/Closing	2.0	\$569.00
R102	Primary Document Preparation	9.0	\$2,475.00
Total Fees Incurred		1,188.9	\$333,753.00

Expense Category Summary for Third Interim Period

January 1, 2013 – April 30, 2013

Expense Category	Amount
Airfare Costs	\$643.33
Associate Counsel Fees & Expenses	\$250.00
Court Reporter/Deposition Costs	\$60.00
Filing Fees	\$1,594.00
Hotel	\$219.54
Meals and Entertainment	\$30.32
Outside Courier Services	\$920.73
Personal Car Mileage	\$195.98
Professional Services	\$56.70
Taxi/Train/Parking	\$98.30
Total	\$4,115.63

Troutman Sanders LLP
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Suite 2000
Virginia Beach, VA 23462
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Jason E. Manning

*Ordinary Course Professional for the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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FINAL FEE APPLICATION

**SUMMARY OF
FINAL APPLICATION OF TROUTMAN SANDERS LLP FOR AN AWARD OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR SERVICES RENDERED AS AN ORDINARY COURSE PROFESSIONAL
FOR THE DEBTORS FOR THE PERIOD OF
MAY 14, 2012 THROUGH DECEMBER 17, 2013**

By this application (the “**Application**”) pursuant to Sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), and the Order Under Bankruptcy Code Sections 105(a), 327 and 330 and Bankruptcy Rule 2014 Authorizing Employment and Payment of Professionals Utilized in Ordinary Course of Business *Nunc Pro Tunc* to the Petition Date [Docket No. 799], dated July 17, 2012 (the “**OCP Order**”),

as amended by Order dated February 7, 2013 [Docket No. 2857], Troutman Sanders LLP (“**Applicant**”), an ordinary course professional for the above-captioned debtors (the “**Debtors**”), hereby seeks final approval of reasonable compensation for professional legal services in the following amounts:

First Interim Period

Applicant seeks final approval of reasonable compensation for professional legal services in the amount of \$217,746.96 for the First Interim Period, together with reimbursement for actual and necessary expenses incurred in the amount of \$3,061.82 for the period of May 14, 2014 through August 31, 2012. These amounts reflect reductions resulting from an agreement between Applicant and the U.S. Trustee resolving limited objections set forth by the Trustee. These amounts were approved by the Court by Order dated December 28, 2012 (Docket No. 2530).

Second Interim Period

Applicant seeks final approval of reasonable compensation for professional legal services in the amount of \$495,750.00 for the First Interim Period, together with reimbursement for actual and necessary expenses incurred in the amount of \$9,645.92 for the period of September 1, 2012 through December 31, 2012. These amounts reflect reductions resulting from an agreement between Applicant and the U.S. Trustee resolving limited objections set forth by the Trustee. These amounts were approved by the Court by Order dated April 29, 2013 (Docket No. 3556).

Third Interim Period

Applicant seeks final approval of reasonable compensation for professional legal services in the amount of \$330,452.00 for the Third Interim Period, together with reimbursement for actual and necessary expenses incurred in the amount of \$4,115.63 for the period of January 1,

2013 through April 30, 2013. These amounts reflect reductions resulting from an agreement between Applicant and the U.S. Trustee resolving limited objections set forth by the Trustee. These amounts were approved by the Court by Order dated September 25, 2013 (Docket No. 5205).

Final Fee Period

Applicant seeks final approval of reasonable compensation for professional legal services in the total amount of \$1,043,948.96 for the Third Interim Period, together with reimbursement for actual and necessary expenses incurred in the amount of \$16,823.37 for the period of May 14, 2012 through December 17, 2013. These amounts reflect reductions resulting from agreements between Applicant and the U.S. Trustee resolving limited objections set forth by the Trustee. These amounts were previously approved by the Court in its prior interim fee approval orders.¹

In support of this Application, Applicant respectfully represents as follows:

JURISDICTION

1. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. This Application has been prepared by Jason E. Manning in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on February 5, 2013 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, adopted on January 30, 1996 (the

¹ Applicant’s fees for the months of May through December 2013, which comprise the Fourth and Fifth Interim Fee Periods, were beneath the OCP Order’s \$75,000 monthly cap for each month. Accordingly, Applicant is entitled to payment in the full amount of its fees for reasonable compensation for professional legal services for those months upon the Debtors’ approval without Court approval.

“UST Guidelines”), and the OCP Order. Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as **Exhibit 1**.

BACKGROUND

3. On May 14, 2012 (the “**Petition Date**”), each of the Debtors filed a voluntary petition with the Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code Sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

4. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed a nine-member official committee of unsecured creditors (the “**Creditors’ Committee**”).

5. On June 20, 2012, the Court directed that an examiner be appointed [Docket No. 454], and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner [Docket No. 674].

6. The Debtors are a leading residential real estate finance company indirectly owned by Ally Financial Inc. (“**AFT**”), which is not a Debtor. The Debtors and their non-debtor affiliates operate the fifth largest mortgage servicing business and the tenth largest mortgage origination business in the United States. A more detailed description of the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of these bankruptcy cases, is set forth in the Whitlinger Affidavit.

7. On August 14, 2012, pursuant to Paragraph No. 3(b) of the OCP Order, the Debtors filed the Affidavit of Disinterestedness sworn to by John C. Lynch, a partner of Applicant, on August 7, 2012 (the “**Applicant Affidavit**”), along with the accompanying Retention Questionnaire [Docket No. 1127]. Pursuant to the Applicant Affidavit, the Debtors

sought to retain Applicant as an ordinary course professional under the OCP Order to provide legal services to the Debtors, including regarding defense of claims brought by individual borrowers pertaining to consumer lending issues, *nunc pro tunc* to the Petition Date. Because no objections to the employment of Applicant as an ordinary course professional were filed, under the OCP Order, the retention of Applicant was deemed approved.

8. On October 19, 2012, Applicant filed its First Interim Fee Application for the May 14, 2012 through August 31, 2012 Interim Period. [Docket No. 1894]. In the First Interim Fee Application, Applicant requested the approval of compensation in the amount of \$218,509.74 and reimbursement of expenses in the amount of \$3,714.82. In her Omnibus Objection Regarding Fee Applications for First Interim Compensation and Reimbursement of Expenses, the U.S. Trustee asserted limited objections to the First Interim Application. On December 20, 2012, Applicant and the U.S. Trustee came before this Court for hearing on the First Interim Application. Prior to the hearing, Applicant and the U.S. Trustee reached an agreement resolving the U.S. Trustee's objections. Accordingly, on December 28, 2012, this Court entered its Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses, allowing Applicant fees in the reduced amount of \$217,746.96 and expenses in the reduced amount of \$3,061.82. [Docket No. 2530].

9. On March 14, 2013, Applicant filed its Second Interim Fee Application for the September 1, 2012 through December 31, 2012 Interim Period. [Docket No. 3195]. In the Second Interim Fee Application, Applicant requested the approval of compensation in the amount of \$498,063.00 and reimbursement of expenses in the amount of \$9,645.92. In her Omnibus Objection Regarding Fee Applications for Second Interim Compensation and Reimbursement of Expenses, the U.S. Trustee asserted limited objections to the Second Interim

Application. On April 11, 2013, Applicant and the U.S. Trustee came before this Court for hearing on the Second Interim Application. Prior to the hearing, Applicant and the U.S. Trustee reached an agreement resolving the U.S. Trustee's objections. Accordingly, on April 29, 2013, this Court entered its Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses, allowing Applicant fees in the reduced amount of \$495,750.00 and expenses in the full amount of \$9,645.92. [Docket No. 3556].

10. On August 7, 2013, Applicant filed its Third Interim Fee Application for the January 1, 2013 through April 30, 2013 Interim Period. [Docket No. 4547]. In the Third Interim Fee Application, Applicant requested the approval of compensation in the amount of \$333,753.00 and reimbursement of expenses in the amount of \$4,115.63. By agreement, Applicant and the U.S. Trustee subsequently resolved limited objections set forth by the Trustee. Accordingly, on September 25, 2013, this Court entered its Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses, allowing Applicant fees in the reduced amount of \$330,452.00 and expenses in the full amount of \$4,115.63. [Docket No. 5205].

11. Pursuant to Paragraph No. 3(c) of the OCP Order, the Debtors may pay Applicant without prior application to the Court 100% of its fees and disbursements incurred, upon submission to, and approval by, the Debtors of invoices setting forth in reasonable detail the nature of the services rendered and disbursements actually incurred up to \$75,000 per month ("**OCP Monthly Limit**"). Applicant's fees were below the OCP Monthly Limit for each month comprising the Fourth and Fifth Interim Fee Application Periods, May through December 2013. Applicant submitted invoices for its fees and expenses to Debtors for those time periods.

12. Paragraph No. 3(c) of the OCP Order also provides that if an ordinary course professional's monthly invoice exceeds the OCP Monthly Limit, then payments to such ordinary course professional for any such excess amounts shall be subject to the prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code as well as the applicable provisions of the Bankruptcy Rules and the Local Rules.

RELIEF REQUESTED

13. Accordingly, Applicant submits this Application in accordance with the OCP Order. All services for which Applicant requests compensation were performed for, or on behalf of, the Debtors. Applicant seeks reimbursement of all amounts exceeding the \$75,000 OCP Monthly Limit.

14. This Application is the Final Application filed by Applicant in these chapter 11 cases. In connection with the professional services rendered, by this Application Applicant seeks final approval for compensation in the amount of \$1,043,948.96, and reimbursement of expenses in the amount of \$16,823.37, for a total of \$1,060,772.33. Per the OCP Order, Applicant has submitted its invoices to the Debtors for payment.

15. The invoices that comprise the First, Second, and Third Interim Fee Periods were submitted and filed with the applications for those periods. The invoices contain detailed statements of hours spent rendering legal services to the Debtors in support of Applicant's request of compensation for fees incurred during these periods. The monthly fee invoices identify the professionals who rendered services, describe each service such professional or paraprofessional performed, and set forth the number of hours in increments of one-tenth of an hour spent by each individual providing the services. Applicant maintains computerized records of the time spent by all of Applicant's professionals in connection with its representation of the

Debtors. The rates described in the invoices are Applicant's customary hourly rates for services of this type.

SERVICES RENDERED BY APPLICANT

16. During the Final Fee Period, Applicant performed work defending the Debtors in litigation in various jurisdictions including Virginia, West Virginia and Georgia. In general, Applicant defended Debtor against claims brought by individual borrowers pertaining to consumer lending issues, including, but not limited to, allegations of wrongful foreclosure, irregularities in the foreclosure process, violation of applicable statutes related to foreclosure requirements, breach of alleged oral modification, breach of promises to forbear from foreclosing, quiet title, partition actions, unfair business practices claims, state statutory consumer protection violations, loan origination claims, loan servicing claims, and other claims related to mortgage lending and servicing.

17. A summary of the work performed is set forth below:

First Interim Fee Period:

(a) Researching Law – Task Code C200

Fees: \$1,688.52; Total Hours: 30.0

(b) Analysis and Advice – Task Code C300

Fees: \$1,940.23; Total Hours: 28.3

(c) Third Party Communication – Task Code C400

Fees: \$280.00; Total Hours: 0.7

(d) Fact Investigation/Development – Task Code L110

Fees: \$16,521.01; Total Hours: 71.1

(e) Analysis/Strategy – Task Code L210

Fees: \$50,242.95; Total Hours: 177.2

(f) Experts/Consultants – Task Code L130

Fees: \$770.00; Total Hours: 2.8

(g) Settlement/Non-Binding ADR – Task Code L160

Fees: \$6,453.02; Total Hours: 21.5

(h) Other Case Assessment, Development & Administration – Task Code L190

Fees: \$35,434.04; Total Hours: 126.7

(i) Pleadings – Task Code L210

Fees: \$52,688.43; Total Hours: 194.1

(j) Court Mandated Conferences – Task Code L230

Fees: \$57.00; Total Hours: 0.2

(k) Dispositive Motions – Task Code L240

Fees: \$3,361.37; Total Hours: 11.9

(l) Other Written Motions/Submissions – Task Code L250

Fees: \$13,595.04; Total Hours: 50.0

(m) Written Discovery – Task Code L310

Fees: \$4,678.46; Total Hours: 16.8

(n) Document Production – Task Code L320

Fees: \$72.00; Total Hours: 0.6

(o) Depositions – Task Code L330

Fees: \$801.34; Total Hours: 2.9

(p) Discovery Motions – Task Code L350

Fees: \$1,635.72; Total Hours: 6.4

(q) Other Discovery – Task Code L390

Fees: \$394.00; Total Hours: 1.4

(r) Fact Witnesses – Task Code L410

Fees: \$27.50; Total Hours: 0.1

(s) Written Motions/Submission – Task Code L430

Fees: \$1,449.00; Total Hours: 4.6

(t) Other Trial Preparation/Support – Task Code L440

Fees: \$1,865.50; Total Hours: 6.9

(u) Trial and Hearing Attendance – Task Code L450

Fees: \$2,232.50; Total Hours: 8.3

(v) Post-Trial Motions/Submission – Task Code L460

Fees: \$132.40; Total Hours: 2.0

(w) Appellate Motions/Submissions – Task Code L510

Fees: \$10,385.15; Total Hours: 36.6

(x) Appellate Briefs – Task Code L520

Fees: \$9,876.00; Total Hours: 35.9

(y) Negotiation/Revisions/Responses – Task Code P500

Fees: \$262.00; Total Hours: 0.8

(z) Completion/Closing – Task Code P600

Fees: \$319.00; Total Hours: 1.2

(aa) Post-Completion/Post-Closing – Task Code P700

Fees: \$765.00; Total Hours: 1.4

(bb) Replevin/Sequestration Complaint – Task Code R102

Fees: \$582.56; Total Hours: 8.8

Second Interim Fee Period:

(a) Fact Gathering – Task Code C100

Fees: \$451.38; Total Hours: 2.8

(b) Researching Law – Task Code C200

Fees: \$25,861.41; Total Hours: 106.1

(c) Analysis and Advice – Task Code C300

Fees: \$4,150.99; Total Hours: 12.3

(d) Client Counsel – Stat/Reg/Judicial – Task Code C312

Fees: \$137.43; Total Hours: 0.4

(e) Third Party Communication – Task Code C400

Fees: \$160.00; Total Hours: 0.4

(f) Fact Investigation/Development – Task Code L110

Fees: \$119,506.50; Total Hours: 436.1

(g) Analysis/Strategy – Task Code L120

Fees: \$123,388.00; Total Hours: 428.2

(h) Settlement/Non-Binding ADR – Task Code L160

Fees: \$21,311.50; Total Hours: 70.0

(i) Other Case Assessment, Development & Administration – Task Code L190

Fees: \$55,964.50; Total Hours: 198.2

(j) Pleadings – Task Code L210

Fees: \$81,049.50; Total Hours: 316.0

(k) Preliminary Injunctions – Task Code L220

Fees: \$27.50; Total Hours: 0.1

(l) Court Mandated Conferences – Task Code L230

Fees: \$706.50; Total Hours: 2.5

(m) Dispositive Motions – Task Code L240

Fees: \$26,492.00; Total Hours: 97.0

(n) Other Written Motions/Submissions – Task Code L250

Fees: \$8,119.00; Total Hours: 29.0

(o) Written Discovery – Task Code L310

Fees: \$12,739.50; Total Hours: 48.0

(p) Depositions – Task Code L330

Fees: \$2,476.00; Total Hours: 8.8

(q) Discovery Motions – Task Code L350

Fees: \$880.00; Total Hours: 3.2

(r) Other Discovery – Task Code L390

Fees: \$972.50; Total Hours: 3.6

(s) Fact Witnesses – Task Code L410

Fees: \$365.00; Total Hours: 1.0

(t) Written Motions/Submission – Task Code L430

Fees: \$456.00; Total Hours: 1.6

(u) Other Trial Preparation/Support – Task Code L440

Fees: \$3,847.00; Total Hours: 15.0

(v) Trial and Hearing Attendance – Task Code L450

Fees: \$9,448.50; Total Hours: 32.8

(w) Appellate Motions/Submissions – Task Code L510

Fees: \$2,170.50; Total Hours: 7.6

(x) Project Administration – Task Code P100

Fees: \$34.79; Total Hours: 0.1

(y) Negotiation/Revisions/Responses – Task Code P500

Fees: \$219.00; Total Hours: 0.6

(z) Completion/Closing – Task Code P600

Fees: \$568.50; Total Hours: 2.0

(aa) Post-Completion/Post-Closing – Task Code P700

Fees: \$219.00; Total Hours: 0.6

Third Interim Fee Period:

(a) Researching Law – Task Code C200

Fees: \$4,757.50; Total Hours: 19.0

(b) Analysis and Advice – Task Code C300

Fees: \$2,365.00; Total Hours: 8.6

(c) Third Party Communication – Task Code C400

Fees: \$82.50; Total Hours: .3

(d) Fact Investigation/Development – Task Code L110

Fees: \$86,211.50; Total Hours: 309.9

(e) Analysis/Strategy – Task Code L120

Fees: \$44,433.50; Total Hours: 155.2

(f) Settlement/Non-Binding ADR – Task Code L160

Fees: \$13,080.50; Total Hours: 44.2

(g) Other Case Assessment, Development & Administration – Task Code L190

Fees: \$42,010.50; Total Hours: 148.1

(h) Pleadings – Task Code L210

Fees: \$47,836.00; Total Hours: 171.1

(i) Court Mandated Conferences – Task Code L230

Fees: \$186.00; Total Hours: .8

(j) Dispositive Motions – Task Code L240

Fees: \$35,689.50; Total Hours: 126.5

(k) Other Written Motions/Submissions – Task Code L250

Fees: \$6,300.00; Total Hours: 23.3

(l) Written Discovery – Task Code L310

Fees: \$4,787.50; Total Hours: 20.6

(m) Document Production – Task Code L320

Fees: \$828.00; Total Hours: 4.6

(n) Depositions – Task Code L330

Fees: \$2,852.00; Total Hours: 14.1

(o) Expert Discovery – Task Code L340

Fees: \$684.00; Total Hours: 3.8

(p) Discovery Motions – Task Code L350

Fees: \$201.00; Total Hours: 1.0

(q) Other Discovery – Task Code L390

Fees: \$399.50; Total Hours: 1.7

(r) Fact Witnesses – Task Code L410

Fees: \$6,184.50; Total Hours: 21.7

(s) Written Motions/Submission – Task Code L430

Fees: \$342.00; Total Hours: 1.2

(t) Other Trial Preparation/Support – Task Code L440

Fees: \$2,707.50; Total Hours: 9.5

(u) Trial and Hearing Attendance – Task Code L450

Fees: \$20,999.00; Total Hours: 64.6

(v) Post-Trial Motions and Submissions – Task Code L460

Fees: \$3,990.00; Total Hours: 14.0

(w) Appellate Motions/Submissions – Task Code L510

Fees: \$2,023.50; Total Hours: 7.1

(x) Appellate Briefs – Task Code L520

Fees: \$1,320.00; Total Hours: 4.8

(y) Project Administration – Task Code P100

Fees: \$330.00; Total Hours: 1.2

(z) Initial Document Preparation/Filing – Task Code P400

Fees: \$302.50; Total Hours: 1.1

(aa) Negotiation/Revisions/Responses – Task Code P500

Fees: \$255.50; Total Hours: .7

(bb) Completion/Closing – Task Code P600

Fees: \$569.00; Total Hours: 2.0

(cc) Primary Document Preparation – Task Code R102

Fees: \$2,475.00; Total Hours: 9.0

18. The foregoing descriptions of services rendered by Applicant in specific areas are not intended to be exhaustive of the scope of Applicant's activities in the various litigation matters in which Applicant has performed services on behalf of one or more of the Debtor entities.

19. The Summary to this Application provides information regarding Applicant's billing attorneys and law clerks and a summary of the hours and services rendered by each attorney and law clerk and the hourly rates of each individual during the applicable periods.

20. The rates charged by Applicant for services rendered by attorneys and law clerks in this case are the same as rates charged by Applicant's attorneys and law clerks on similar matters, without considering the size and degree of responsibility, difficulty, complexity, and results achieved. Accordingly, and based on such rates, the value of Applicant's professional services for the Final Fee Period totals \$1,043,948.96, representing a total of 3,862.1 hours expended by Applicant's attorneys.

21. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (i) the complexity of these cases; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services; and (v) the costs of comparable services other than in a case under the Bankruptcy Code. *See, e.g., In re Borders Group, Inc.*, 456 B.R. 195, 211 (Bankr. S.D.N.Y. 2011); *In re Mesa Air Group, Inc.*, 449 B.R. 441, 444 (Bankr. S.D.N.Y. 2011); *In re Moss*, 320 B.R. 143, 156-57 (Bankr. E.D. Mich. 2005); *In re Ray*, 314 B.R. 643, 662-63 (Bankr. M.D. Tenn. 2004).

AMOUNTS REQUESTED

22. Applicant seeks final approval of reasonable compensation for professional legal services in the total amount of \$1,043,948.96 for the Application Period, together with

reimbursement for actual and necessary expenses incurred in the amount of \$16,823.37 for the period of May 14, 2012 through December 17, 2013, in connection with the professional services detailed in Applicant's prior interim fee applications, and which were previously approved in this Court previous interim approval orders.

23. It is Applicant's policy to charge its clients in all areas of practice the amounts incurred by Applicant for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client.

CONCLUSION

24. Applicant believes that the services rendered on behalf of Debtor were reasonable and necessary within the meaning of Bankruptcy Code Section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

25. By this Application, Applicant requests final approval of reasonable compensation for professional legal services in the total amount of \$1,043,948.96 for the Application Period, together with reimbursement for actual and necessary expenses incurred in the amount of \$16,823.37 for the period of May 14, 2012 through December 17, 2013.

26. Applicant requests the Court to direct payment of all compensation held back in connection with monthly fee applications, and to award Applicant such other and further relief as may be just and proper.

WHEREFORE, Applicant respectfully requests the entry of an order (a) allowing an administrative expense claim for Applicant's compensation and reimbursement for its fees and expenses incurred during the Application Period, (b) authorizing and directing payment of such amounts and (c) granting such other and further relief as is just and proper.

Dated: March 3, 2014

TROUTMAN SANDERS LLP

By: /s/ Jason E. Manning
Jason E. Manning (NY Bar #4207288)
TROUTMAN SANDERS LLP
222 Central Park Avenue
Suite 2000
Virginia Beach, VA 23462
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Facsimile: (757) 687-7510
Email: jason.manning@troutmansanders.com

**Ordinary Course Professional For The Debtors
and Debtors in Possession**

Exhibit 1

Troutman Sanders LLP
222 Central Park Avenue
Suite 2000
Virginia Beach, VA 23462
Telephone: (757) 687-7500
Facsimile: (757) 687-7510
Jason E. Manning

*Ordinary Course Professional for the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**CERTIFICATION OF TROUTMAN SANDERS LLP IN SUPPORT OF
FINAL APPLICATION OF TROUTMAN SANDERS LLP FOR AN AWARD OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR SERVICES RENDERED AS AN ORDINARY COURSE PROFESSIONAL
FOR THE DEBTORS FOR THE PERIOD OF
MAY 14, 2012 THROUGH DECEMBER 17, 2013**

I, Jason E. Manning, hereby certify that:

1. I am a member of the applicant firm, Troutman Sanders LLP (“**Applicant**”), with responsibility for compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on February 5, 2013 (the “**Local Guidelines**”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**UST Guidelines**”) and the Order Under Bankruptcy Code

Sections 105(a), 327 and 330 and Bankruptcy Rule 2014 Authorizing Employment and Payment of Professionals Utilized in Ordinary Course of Business *Nunc Pro Tunc* to the Petition Date [Docket No. 799], dated July 17, 2012, as amended, (the “**OCP Order**”), and collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”) in the jointly administered chapter 11 cases of Residential Capital, LLC, *et al.* (collectively, the “**Debtors**”), pursuant to Sections 327, 330 and 331 of the Bankruptcy Code, Fed. R. Bank P. 2016, and Local Bankruptcy Rule 2016-1.

2. This certification is made in respect of Applicant’s final fee application, dated March 3, 2014 (the “**Application**”), for final approval of compensation and reimbursement of expenses for the periods of May 14, 2012 through December 17, 2013.

3. I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines;
- c. the fees and disbursements sought are billed at rates in accordance with those customarily charged by Applicant and generally accepted by Applicant’s clients; and
- d. in providing a reimbursable service, Applicant does not make a profit on that service, whether the service is performed by Applicant in-house or through a third party.

4. I certify that the Debtors, the Creditors Committee and the United States Trustee for the Southern District of New York are each being provided with a copy of the Application, along with the parties entitled to receive the Application.

Dated: March 3, 2014

TROUTMAN SANDERS LLP

By: /s/ Jason E. Manning
Jason E. Manning (NY Bar #4207288)
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**Ordinary Course Professional For The Debtors
and Debtors in Possession**